

Bylaws

“The mission of the NTEA is to further the prosperity of its members by providing programs and services that facilitate a thriving commercial truck and transportation equipment marketplace. The Association functions as the hub for all segments of the industry, offering new knowledge and business opportunities that benefit its members as well as their suppliers and customers.”

ARTICLE I OBJECTS

Section 1.1. Objects. The objects of the Association shall be:

- A. To promote the general goodwill and public relations of truck equipment manufacturers and distributors;
- B. To advocate and promote high standards of service, quality and conduct among those engaged in such business;
- C. To conduct such investigations, studies, and research as may be necessary or desirable to improve the knowledge and efficiency of those involved in the manufacture and distribution of truck equipment;
- D. To promote the safety of the public highways and the vehicles thereon;
- E. To educate Association members and those who deal with Association members on any matter affecting the manufacture and distribution of truck equipment;
- F. To represent the truck equipment industry with regard to legislative and regulatory issues of interest to the industry;
- G. To develop performance standards for truck bodies and equipment, consistent with applicable laws, that will foster the production of safe and efficient vehicles; and
- H. To develop programs that assist companies engaged in the manufacture or distribution of truck bodies and equipment to compete more effectively and run their businesses more efficiently.

ARTICLE II MEMBERSHIP

Section 2.1. Membership Classes. Membership shall be divided into three (3) classes:

- A. DISTRIBUTOR shall mean an entity engaged principally in the business of purchasing truck bodies, truck equipment, or component parts of such bodies or equipment from manufacturers of such items for resale to users and truck dealers;
- B. MANUFACTURER shall mean an entity engaged principally in the manufacture of truck bodies, truck equipment, or component parts of such bodies or equipment;
- C. ASSOCIATE shall mean an entity that is not a Distributor or Manufacturer that has an ongoing business relationship with Distributors and Manufacturers, including without limitation, fleets, manufacturer representatives, raw material suppliers, consultants and the like.

Section 2.2. Member Voting. Only members in the Distributor or Manufacturer class shall be entitled to vote. Each voting member shall appoint and certify to the Secretary of the Association a person to be its Representative in the Association who shall represent, vote, and act for the member in all affairs of the Association. Each member is limited to one (1) vote in Association matters. Proxy voting is not permitted. A member may vote by mail, by Electronic Transmission, as such term is defined under

Article XV, Section 15.1 of these Bylaws, or orally, as permitted by the Board of Trustees in particular instances.

Section 2.3. Election of Members. Any person, firm, or corporation eligible for membership under these Bylaws may be admitted to membership on written application. If the application is acceptable to the Executive Director and the Trustee responsible for membership matters as designated by the President, the applicant shall become a member of the Association, subject to final review and approval by a majority of the Board of Trustees at its next regular meeting, and may exercise the rights and privileges of the membership class for which the application was accepted. The Board of Trustees shall determine the appropriate class of membership and division of such class, if any, for each member.

Section 2.4. Member Suspension and Expulsion. For good cause, any member may be suspended or expelled by majority vote of the Board of Trustees, provided that prior to such action the member has received a statement of the reasons for suspension or expulsion and an opportunity for hearing before the Board of Trustees, which hearing shall be held at least fifteen (15) days after notice by Registered Mail or by Electronic Transmission (as defined in Article XV hereof) has been sent to the member.

ARTICLE III DUES

Section 3.1. Annual Dues. The annual dues for each membership class and division thereof shall be set by the Board of Trustees. Members who fail to pay their dues within sixty (60) days from the time the same become due shall be notified by the Secretary and, if payment is not made within the next succeeding thirty (30) days, shall, without further notice and without hearing, be dropped from membership and thereupon forfeit all rights and privileges of membership.

ARTICLE IV MEMBER MEETINGS

Section 4.1. Annual Member Meeting. There shall be an annual meeting of the Association at a time and place designated by the Board of Trustees. Notice of such meeting shall be mailed or given by Electronic Transmission to each member at least fifteen (15) days prior to the meeting.

Section 4.2. Special Member Meetings. Special meetings of the Association may be called by the President or the Board of Trustees, or shall be called by the President upon written request of twenty-five percent (25%) of the voting members of the Association. Notice of any special meeting shall be mailed or given by Electronic Transmission to each member at least fifteen (15) days prior to the meeting, with a statement of the time and place and information as to the subjects to be considered.

Section 4.3. Quorum. Twenty-five percent (25%) of the total members eligible to vote shall constitute a quorum for the annual and special meetings of the Association. The order of business of meetings shall be determined by the President.

ARTICLE V ELECTION OF TRUSTEES

Section 5.1. Term. In the election for the first (1st) annual meeting of the Association, the Association shall elect eighteen (18) Trustees of the Association, six (6) of whom shall be elected for a term of one (1) year, six (6) for a term of two (2) years, and six (6) for a term of three (3) years. In the election for each annual meeting thereafter, a sufficient number of Trustees shall be elected for a term of three (3) years each to bring the membership of the Board of Trustees up to eighteen (18) provided that in the election held in conjunction with the annual meeting in 2002, and in each election thereafter, a sufficient number of Trustees shall be elected to bring the total number of Trustees from the Distributor and Manufacturer classes (the "Regular Trustees") to twelve (12). Notwithstanding the foregoing, beginning with the election held in conjunction with the annual meeting in 2003, the Board of Trustees shall have discretion from year to year, upon an affirmative vote of not less than seventy-five percent (75%) of the members of the Board, to change the number of Regular Trustees from a minimum of twelve (12) to a maximum of eighteen (18) provided that in no event shall the Board reduce the number of Regular Trustees to a number that would result in one (1) or more Regular Trustees serving less than his or her full three-year (3-year) term. Trustees may be reelected, provided that, except as set forth in Section 5.3 hereof, Trustees may not serve consecutive terms. All Trustees shall enter upon the performance of their duties upon the convening of the annual meeting held in conjunction with their election.

Section 5.2. Membership Class. The eighteen (18) Trustees of the Association shall consist of twelve (12) elected from the Distributor class and six (6) elected from the Manufacturer class; provided that commencing with the election held in conjunction with the annual meeting for the year 2002, and in each year thereafter, eight (8) of the Regular Trustees shall be from the Distributor class and four (4) of the Regular Trustees shall be from the Manufacturer class; and further provided that if, after 2002, the Board determines pursuant to Article V, Section 5.1 hereof to establish a number of Regular Trustees greater than twelve (12), then the number of Regular Trustees from the Distributor class shall comprise not less than fifty-nine percent (59%) nor more than sixty-seven percent (67%) of the total number of Regular Trustees (rounding to the nearest hundredth). Each voting member may vote for all Trustee positions regardless of the candidate's or the voter's membership class. Notwithstanding the foregoing, commencing with the election held in conjunction with the annual meeting in 2010, (i) the Board may change the ratio of Regular Trustees from the Distributor and Manufacturer classes set forth in the first sentence of this Article V, Section 5.2 to reflect the composition of the membership from time-to-time or for any other reason deemed appropriate by the Board, provided, that no such change shall result in a Trustee not being able to serve his or her full term (including reelection pursuant to Article V, Section 5.3), and (ii) the Board may provide for the election of one (1) Trustee from the Associate Class (the "Associate Trustee"). The Associate Trustee, if any, shall serve a term of three (3) years. At no time shall there be more than one (1) Associate Trustee on the Board. The Associate Trustee, if any, shall always be elected from among the Associate members of the Association. If the Board elects to establish an Associate Trustee position, it may subsequently eliminate and/or re-establish that position; *provided*, that the Board may not eliminate the Associate Trustee position in a manner that would shorten the three (3) year term of an elected Associate Trustee.

Section 5.3. Reelection of Officer/Trustee. A Regular Trustee's three-year (3-year) term shall be extended to enable such Trustee to serve as President, First Vice President, Second Vice President, or Third Vice President (or Third Vice President/Treasurer if the positions are combined pursuant to

Article VII, Section 7.1), if (i) the Trustee is elected to such office in the third (3rd) year of the Trustee's term, or (ii) the Trustee is elected to such office during the fourth (4th) or subsequent year of the Trustee's term following an extension of his or her term pursuant to clause (i) above, provided that a Trustee's term shall not be extended to permit a Trustee to serve in a particular office more than once during a term.

Section 5.4. Qualifications. In order to qualify as a nominee for Regular Trustee of the Association, a candidate must either be (i) the chief executive officer or chief operating officer (or for entities organized as partnerships or proprietorships, a partner or owner, as applicable) of a Distributor member or (ii) an officer (or for entities organized as partnerships or proprietorships, a partner or owner, as applicable) of a Manufacturer member. To qualify as a nominee for Associate Trustee, a candidate must be an officer (or for entities organized as partnerships or proprietorships, a partner or owner, as applicable) of an Associate member. Notwithstanding the previous sentences, the Board may, in its discretion, waive the requirement that a nominee hold one (1) of the applicable titles or interests set forth in this Section 5.4. A candidate shall not qualify, as a nominee for Trustee if at the inception of his term there would be another Trustee from a firm under common ownership or control with the candidate's firm.

Section 5.5. Election Procedure. The Association shall annually request its members to submit the names of qualified candidates for nomination as a Trustee. From the names submitted by the members and such other candidates as it might develop, the Board of Trustees shall nominate a qualified person (or persons) for each vacancy. The Secretary shall prepare and mail or transmit by Electronic Transmission to the members a ballot containing the names of the nominees. All completed ballots received by the Secretary at least thirty (30) days prior to the annual meeting shall be deemed valid. If permitted by the Board of Trustees, a vote may be cast by Electronic Transmission.

ARTICLE VI BOARD OF TRUSTEES

Section 6.1. Authority. The Board of Trustees shall have the supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its objects and shall have discretion in the disbursement of its funds.

Section 6.2. Meetings. The Board shall have an organizational meeting in conjunction with the annual meeting of the Association for the purpose of installing the officers of the Association elected in accordance with Article VII, Section 7.2 of these Bylaws. Thereafter, the Board shall have three (3) regular meetings prior to the next annual meeting. The second (2nd) regular meeting of the Board following each organizational meeting shall take place in October or November of each year. Special meetings can be called by the President for good cause, or at the request of at least thirty-three percent (33%) of the Trustees who send notice by Certified Mail or by Electronic Transmission to the President. Unless otherwise required by applicable law: (i) notice of the time and place of all meetings shall be mailed or transmitted by Electronic Transmission fifteen (15) days prior to the meeting, but (ii) in particular instances, the Executive Committee may unanimously agree in writing that notice of a special meeting shall be mailed or given by Electronic Transmission to each member of the Board on a more expeditious schedule but not less than five (5) days prior to the special meeting.

Section 6.3. Quorum and Vote Required. A majority of the Board membership shall constitute a quorum at any meeting of the Board. Actions voted on by the majority of Trustees present at a meeting where a quorum is present shall constitute authorized actions of the Board, unless the vote of a larger number is required by these Bylaws or applicable law.

Section 6.4. Trustee Participation In Meeting By Remote Communication. Members of the Board not physically present at a meeting of the Board or a committee of the Board conducted at a physical location may participate in the meeting by means of teleconference or other reasonable means of remote communication by which all persons participating in the meeting can hear each other and communicate with each other (together, such teleconference and other forms of remote communication are referred to herein as (“Remote Communication”)), if permitted by the majority of Trustees physically present at the meeting. The Executive Committee may agree in writing in particular instances that any meeting of the Board or of a committee designated in accordance with the Bylaws shall be conducted by means of Remote Communication. Participation in a meeting by means of Remote Communication pursuant to this Section 6.4 constitutes presence in person at the meeting. If a Trustee may be present and vote at a meeting by Remote Communication, a description of the means of such Remote Communication shall be included in the notice of such meeting.

Section 6.5. Absence. Any Trustee who shall have been absent from any two (2) regular meetings of Board of Trustees during any 365-day period shall automatically vacate a seat on the Board of Trustees, and the vacancy may be filled as provided by these Bylaws. However, the Board of Trustees shall consider each absence of a Trustee as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 6.6. Trustee Voting. The voting rights of a Trustee shall not be delegated to another or exercised by proxy. A member of the Board participating in a meeting by means of Remote Communication may cast a vote at such meeting either orally or by Electronic Transmission.

Section 6.7. Vacancies and Removal. Any vacancy that may occur on the Board, by reason of death, resignation, or otherwise, may be filled for the unexpired term by majority vote of the remaining Trustees, provided that the filling of a vacancy on the Board shall be done in a manner consistent with Article V, Section 5.2 and Article V, Section 5.4 of these Bylaws. Candidates for any such vacancy may be nominated by any remaining Trustee. The Board of Trustees may in its discretion, by an affirmative vote of two-thirds (2/3) of the Trustees, remove any Trustee from the Board for cause. In the event that, pursuant to Article V, Section 5.1, the Board has twelve (12) members during a year and a vacancy occurs, the Board shall have the discretion not to fill such vacancy and to function as an eleven- (11-) member Board until the next election of Trustees and organizational meeting of Trustees.

Section 6.8. Action by Trustees by Unanimous Written Consent Without Meeting. An action required or permitted to be taken under authorization voted at a meeting of the Board of Trustees may be taken without a meeting, if, before or after the action, all members of the Board then in office consent to the action in writing or by Electronic Transmission. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

ARTICLE VII OFFICERS

Section 7.1. Positions. The officers of the Association shall be President, First Vice President, Second Vice President, Third Vice President, Treasurer and Secretary; provided, however, at the first (1st) regular meeting of the Board following the annual meeting of the Association each year, the Board shall have discretion to combine the offices of Third Vice President and Treasurer in the election to be held at the next following Election Meeting (as defined in Article VII, Section 7.2).

The officers, with the exception of the Secretary, shall be elected from among the Regular Trustees; provided, however, that there shall at all times be no fewer than three (3) officers from the Distributor class in years in which the positions of Third Vice President and Treasurer are not combined, and two (2) officers from the Distributor class in years in which such positions are combined. An Associate Trustee may not hold an officer position. The Executive Director shall serve, by appointment, as Secretary. If at any time the position of Executive Director is vacant, the Board shall elect a Regular Trustee to serve as Secretary.

Section 7.2. Officer Election.

A. At the second (2nd) regular meeting of the Board following the annual meeting of the Association each year (the "Election Meeting"), the Board of Trustees shall elect from its own members, for a term to commence as of the immediately succeeding organizational meeting of the Board, the President, First Vice President, Second Vice President, Third Vice President, Treasurer (or Third Vice President/Treasurer if the offices are combined pursuant to Article VII, Section 7.1). Each Trustee shall be entitled to nominate one (1) Trustee (including himself or herself) for each office by sending the nomination in writing to the Secretary at least thirty (30) days prior to the date of the Election Meeting. The Secretary shall disqualify any nomination that is inconsistent with this Article VII, and a Trustee who submits a disqualified nomination shall not be entitled to submit a substitute nomination.

B. To be placed on the slate of nominees to be voted upon at the Election Meeting, (i) a nominee for the offices of Second Vice President, Third Vice President, Treasurer or Third Vice President/Treasurer (if the offices are combined pursuant to Article VII, Section 7.1), must be included on the duly submitted nomination form of at least one (1) Trustee; (ii) a nominee for the office of President must be included on the duly submitted nomination form of at least one (1) Trustee if the nominee is the then-sitting First Vice President, or must be included on the duly submitted nomination forms of at least two-thirds (2/3) of the Trustees if the nominee is a Trustee other than the then-sitting First Vice President; and (iii) a nominee for the office of First Vice President must be included on the duly submitted nomination forms of at least one (1) Trustee if the nominee is the then-sitting Second Vice President, or must be included on the duly submitted nomination forms of at least two-thirds (2/3) of the Trustees if the nominee is a Trustee other than the then-sitting Second Vice President. Notwithstanding the foregoing, if the then-sitting First Vice President declines to run for the office of President, or if the Second Vice President declines to run for the office of First Vice President, then, as to each office affected by a declination, all nominees on the nomination forms of at least one (1) Trustee shall be placed on the slate. At least ten (10) days prior to the Election Meeting, the Secretary shall distribute to all Trustees the slate of nominees.

C. The election of officers serving as President, First Vice President, Second Vice President, Third Vice President and Treasurer (or Third Vice President/Treasurer if the offices are combined pursuant to Article VII, Section 7.1), shall be by secret ballot. Election shall be by a majority vote of the Trustees present at the Election Meeting; provided, that election of a nominee other than the then-sitting First Vice President for the office of the President, and election of a nominee other than the then-sitting Second Vice President for the office of the First Vice President, shall require an affirmative vote of two-

thirds (2/3) of the Trustees. In the event that there are more than two (2) nominees for an office and none receives a majority of the votes (or two-thirds (2/3) of the votes, if applicable), there shall be a run-off election between the two (2) nominees receiving the most votes. In the event the vote in the run-off election produces a tie, or in the event that no nominee obtains the necessary margin of victory as set forth in this Article VII, Section 7.2, the outgoing President, if available and willing, shall cast the deciding vote, and if the outgoing President is unavailable or unwilling to cast the deciding vote, the election shall be determined by a drawing of lots.

D. Each elected officer shall take office at the commencement of the next succeeding organizational meeting and shall serve until the successor is duly elected.

Section 7.3. Vacancies and Removal. Vacancies in any office may be filled for the balance of the term by majority vote of the Trustees at any regular or special meeting. Candidates for any such vacancy must meet the requirements of Article VII, Section 7.1 of these Bylaws, and may be nominated by any remaining Trustee. An officer so elected to fill a vacancy shall serve the unexpired term of his predecessor. The Board of Trustees, in its discretion, by a two-thirds (2/3) vote of all its members, may remove any officer from office for cause.

Section 7.4. President. The President shall be the Chief Executive Officer of the organization, shall preside at all meetings of the Executive Committee and the Board of Trustees, and shall be a member ex-officio, with the right to vote, of all committees. The President shall not vote in either the Executive Committee or Board of Trustee meetings except in the case of a tie vote. He shall also, at the annual meeting of the Association and such other times as he shall deem proper, communicate to the Association or to the Board of Trustees such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Trustees.

Section 7.5. Vice Presidents. The Vice Presidents may, in the order of designation by the President, be delegated by the President to perform his duties, in the event of his temporary disability or absence from meetings. The Third Vice President shall concurrently serve as Treasurer in any year in which the Board has combined the two positions.

Section 7.6. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Association. All sums received by the Treasurer shall be deposited in the bank or banks, or trust company, approved by the Board of Trustees. The Treasurer shall make a report at the annual meeting, or when called upon by the President, of the financial condition of the Association. The Board of Trustees shall establish such other fiscal and financial controls and directions on the receipt, investment, and disbursement of funds as it from time to time deems appropriate. The duties of the Treasurer may be delegated in whole or in part to an Assistant Treasurer designated by the Treasurer with the approval of the President.

The funds, books, and vouchers held by the Treasurer or any Assistant Treasurer shall, with the exception of confidential reports submitted by members, at all times be subjected to verification and inspection of the Board of Trustees. At the expiration of his term of office, the Treasurer shall deliver over to his successor all books, money, and other property, or, in the absence of a Treasurer-elect, to the President.

Section 7.7. Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and all of its committees and keep a record of their proceedings. The Secretary may designate any employee of the Association as Assistant Secretary for the purpose of performing the duties of the Secretary in whole or in part.

**ARTICLE VIII
EXECUTIVE DIRECTOR**

Section 8.1. Executive Director. The Executive Director shall be the Chief Operating Officer and full-time employee of the Association. He shall have the overall responsibility for the complete operation of the Association as it involves programs, plans, and operations. All employees of the Association shall be responsible to the Executive Director of the Association, and the Executive Director, in turn, shall be responsible to the President of the Association and to the Board of Trustees.

**ARTICLE IX
EXECUTIVE COMMITTEE**

Section 9.1. Authority and Responsibility. The Executive Committee shall perform the staff function for the Board of Trustees by reviewing matters to be presented to the Board and preparing recommendations for the Board. In addition, the Executive Committee may act in place and stead of the Board of Trustees between Board meetings on all matters that require immediate decision for orderly transaction of Association business and where a call for a vote of the Board or a special meeting of the Board is, in the opinion of the Committee, impractical. Such actions of the Executive Committee shall be reported within fourteen (14) days to the Board of Trustees by mail or Electronic Transmission, or at the next Board meeting, whichever is sooner.

Section 9.2. Composition. The Executive Committee shall consist of the elected and appointed officers of the Association. The President of the Association shall serve as Chairman of the Committee.

Section 9.3. Quorum. A majority of the Executive Committee shall constitute a quorum.

**ARTICLE X
COMMITTEES**

Section 10.1 Committees. The President, subject to the approval of the Board of Trustees, shall annually appoint such standing, special, or subcommittees as may be required by the Bylaws or as he may find necessary. Such committees shall adopt and act solely in accordance with the Bylaws and other instructions or limitations prescribed by the Board of Trustees.

**ARTICLE XI
FINANCES**

Section 11.1. Fiscal Year. The Fiscal Year of the Association shall be determined by the Board of Trustees.

Section 11.2. Financial Report to Members. The Treasurer or Assistant Treasurer shall furnish to the membership a financial report for each fiscal year within ninety (90) days following the end of such

year. If the report is distributed by Electronic Transmission (or posted on a reasonably accessible electronic network), the Treasurer or Assistant Treasurer shall provide the report in written form to a member or Trustee on request.

Section 11.3. Bonding. The Secretary and Treasurer, and any other person entrusted with the handling of funds or property of the Association, shall, at the discretion of the Board of Trustees, furnish, at the expense of the Association, a fidelity bond approved by the Board in such a sum as the Board shall prescribe.

ARTICLE XII AFFILIATE GROUPS

Section 12.1. Chartering. For the mutual benefit of all, for the advancement of truck equipment and body distributors, and to further the objectives of the National Truck Equipment Association, the Board of Trustees may charter (i) groups of truck equipment and body distributors on a local, state, or regional basis, as affiliates or chapters of the Association, and (ii) product divisions comprised of distributors and/or manufacturers of particular types of truck bodies, equipment or vehicles and/or associate members that have a legitimate business interest in the products in question, in each case upon such terms and conditions or affiliation as the Board may consider desirable.

Section 12.2. Revocation. The Board of Trustees shall have the power to revoke any charter for cause, provided that the affiliated group receives written notice of such action at least sixty (60) days prior to the revocation action, so as to have sufficient time available to make a presentation before the Board of Trustees, if desired.

ARTICLE XIII DISSOLUTION

Section 13.1. Dissolution. The Association shall use its funds only to accomplish the objects specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining, along with the physical property owned by the Association, shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations or non-profit trade association or business league to be selected by the Board of Trustees.

ARTICLE XIV INDEMNIFICATION

Section 14.1. Indemnification. To the extent permissible under Chapters Two and Five of the Michigan Nonprofit Corporation Act, Act 162 of 1982, as amended or superceded, or other law as applicable, each trustee, officer, or employee of the Association, and each trustee of the, Association who serves as a trustee, officer, director or employee of an affiliate of the Association (including without limitation any trust created in connection with an insurance program or other program developed or sponsored by the Association), shall have no personal liability to the Association (or to any affiliate of

the Association), and shall be indemnified by the Association against all expenses and liabilities, including without limitation monetary damages and actual and reasonable attorneys' fees, incurred or imposed in connection with any proceeding to which he or she may be made a party or become involved by reason of being or having been a trustee, officer or employee of the Association or being or having been a trustee, officer, director or employee of any affiliate of the Association, if (i) such trustee, officer, director or employee, is successful on the merits or otherwise in the defense of the proceeding, or (ii) in the sole opinion of the Board of Trustees, the trustee, officer, director or employee, acted in good faith, in a manner the person reasonably believed to be in or not opposed to the best interest of the Association (or any affiliate of the Association) or its members, or in the case of a criminal proceeding had no reasonable cause to believe his or her conduct was unlawful. The foregoing rights shall be in addition to and not exclusive of all other rights to which the trustees, officers, directors or employees of the Association or its affiliates may be entitled.

ARTICLE XV ELECTRONIC TRANSMISSIONS

Section 15.1. Electronic Transmissions. "Electronic Transmission" under these Bylaws means a form of electronic communication that is authorized by the Board of Trustees in a particular instance and (i) does not directly involve the physical transmission of paper; (ii) creates a record that may be retained and retrieved by the recipient; and (iii) may be directly reproduced in paper form by the recipient through an automated process; *provided*, however, that posting information on a web site shall not constitute notice by Electronic Transmission. Notice given by Electronic Transmission will be deemed effective if given to the person at the email address, facsimile number or other designated electronic destination of record at the Association.

Section 15.2. Notice By Electronic Transmission. If given by Electronic Transmission, the notice shall be deemed given when electronically transmitted to the person entitled to the notice in a manner authorized by the person.

ARTICLE XVI AMENDMENTS

Section 16.1. Amendments. These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Association membership voting, by mail ballot or Electronic Transmission at any time during the year. These Bylaws were adopted February 14, 1964; and amended January 20, 1967; January 24, 1969; January 23, 1970; January 18, 1972; January 14, 1973; January 18, 1974; January 23, 1975; January 22, 1976; January 19, 1977; February 24, 1978; February 12, 1981; February 7, 1983; March 22, 1984; April 19, 1990; March 10, 1995; February 27, 1997; November 9, 2000; February 4, 2003; January 30, 2010.